

FORM BI		United States Bankruptcy Court Southern District of New York		Voluntary Petition																	
Name of Debtor (if individual, enter Last, First, Middle): <b>Sabres, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																			
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): <b>See Attachment A</b>		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																			
Soc. Sec./Tax I.D. No. (if more than one, state all): <b>25-1772231</b>		Soc. Sec./Tax I.D. No. (if more than one, state all):																			
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>c/o Adelphia Communications Corporation, 1 North Main Street, Coudersport, PA 16915</b>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																			
County of Residence or of the Principal Place of Business: <b>Potter County, Pennsylvania</b>		County of Residence or of the Principal Place of Business:																			
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																			
Location of Principal Assets of Business Debtor (if different from street address above): <b>Direct or indirect ownership of cable franchises and related assets located in the United States in various locations, including New York</b>																					
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																					
<b>Venue</b> (Check any applicable box)																					
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																					
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____			<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																		
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																		
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																					
<b>Statistical/Administrative Information</b> (Estimates only)						THIS SPACE IS FOR COURT USE ONLY															
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																					
*Estimated Number of Creditors <input type="checkbox"/> 1-15 <input type="checkbox"/> 16-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1000-over																					
*Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;">\$0 to \$50,000</td> <td style="width: 12.5%;">\$50,001 to \$100,000</td> <td style="width: 12.5%;">\$100,001 to \$500,000</td> <td style="width: 12.5%;">\$500,001 to \$1 million</td> <td style="width: 12.5%;">\$1,000,001 to \$10 million</td> <td style="width: 12.5%;">\$10,000,001 to \$50 million</td> <td style="width: 12.5%;">\$50,000,001 to \$100 million</td> <td style="width: 12.5%;">More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td></td> </tr> </table>							\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input checked="" type="checkbox"/>					
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\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>														

\*All financial information contained herein is reported on a consolidated basis with the Debtor's affiliates.

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Sabres, Inc.</b>	
<b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet) Location Where Filed:		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet) Name of Debtor: See Attachment B		Case Number:	Date Filed:
District:	Relationship:	Judge:	

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

Telephone Number (If not represented by attorney)  
\_\_\_\_\_

Date  
\_\_\_\_\_

**Signature of Attorney**

X /s/ Shelley C. Chapman  
Signature of Attorney for Debtor(s)

**WILLKIE FARR & GALLAGHER**  
Myron Trepper (MT-2636); Marc Abrams (MA-0735)  
Shelley C. Chapman (SC-4691)  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000  
June 25, 2002

Date  
\_\_\_\_\_

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Randall D. Fisher  
Signature of Authorized Individual  
Randall D. Fisher - Vice President and Secretary  
Printed Name of Authorized Individual  
Authorized Signatory  
Title of Authorized Individual  
June 25, 2002  
Date  
\_\_\_\_\_

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X \_\_\_\_\_  
Signature of Attorney for Debtor(s) Date

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.  
 No

**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer  
\_\_\_\_\_

Social Security Number  
\_\_\_\_\_

Address  
\_\_\_\_\_

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:  
\_\_\_\_\_

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer  
\_\_\_\_\_

Date  
\_\_\_\_\_

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

**ATTACHMENT A**

All Other Names used by the Debtor in the last 6 years

**ATTACHMENT B TO VOLUNTARY PETITION**

**PENDING BANKRUPTCIES FILED BY AFFILIATES**

For a schedule of pending bankruptcy cases filed by affiliates, please refer to Attachment B to the chapter 11 petition of:

**ADELPHIA COMMUNICATIONS CORPORATION.**

**LOCAL BANKRUPTCY RULE 1007-2 AFFIDAVIT**

To review the Local Bankruptcy Rule 1007-2 Affidavit, please refer to the Affidavit filed in the chapter 11 case of:

**ADELPHIA COMMUNICATIONS CORPORATION.**

**SECRETARY'S CERTIFICATE OF  
RESOLUTIONS OF THE BOARD OF DIRECTORS  
of each corporation set forth on Exhibit A attached hereto  
(each individually, the "Corporation")**

I, Randall D. Fisher, the undersigned Corporate Secretary of each corporation set forth on Exhibit A attached hereto (each individually, the "Corporation") hereby certify that, on June 25, 2002, the following resolutions were adopted by the Board of Directors of the Corporation and recorded in the minute book of the Corporation, and that they have not been amended, modified, or rescinded and, accordingly, are in full force and effect.

**RESOLVED**, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, stockholders, employees and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is

**RESOLVED FURTHER**, that each of the President, Vice President, Treasurer and Secretary of the Corporation (together, the "Authorized Officers") hereby is authorized and empowered on behalf of, and in the name of, the Corporation, acting singly or jointly, to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine; and it is

**RESOLVED FURTHER**, that each of the Authorized Officers, and such other officers of the Corporation as any Authorized Officers shall from time to time designate, be and each hereby is, authorized and empowered on behalf of, and in the name of, the Corporation, to execute and file all petitions, schedules, lists, and other papers and to take any and all action that any of the Authorized Officers may deem necessary or proper in connection with the Corporation's chapter 11 case; and it is

**RESOLVED FURTHER**, that the law firm of Willkie Farr & Gallagher, 787 Seventh Avenue, New York, NY 10019, be employed as attorneys for the Corporation in the Corporation's chapter 11 case under a general retainer; and it is

**RESOLVED FURTHER**, that each of the Authorized Officers be, and each hereby is authorized and empowered on behalf of, and in the name of, the Corporation, to retain and employ other attorneys, investment bankers, accountants, restructuring advisers and other professionals to assist in the Corporation's chapter 11 case on such terms as such Authorized Officer deems necessary, proper, or desirable; and it is

**RESOLVED FURTHER**, that, in connection with the commencement of the chapter 11 case by the Corporation, each of the Authorized Officers be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Corporation, to negotiate, execute and deliver: (i) the DIP Credit Agreement in the form and on the terms and conditions presented to the Board of Directors, all of which hereby are approved, and with such other terms and conditions as any such officers or officers executing the same may consider necessary, proper, or desirable, such determination to be conclusively evidenced by such execution or the

taking of such action; and (ii) such agreements or instruments on behalf of the Corporation and any pertinent affiliates (including, in connection therewith, such notes, security agreements, and other agreements or instruments as such officers consider appropriate) (the "DIP Credit Agreement" and such other agreements and instruments, collectively, the "Financing Documents") in order to consummate the transactions contemplated by the DIP Credit Agreement; and it is

RESOLVED FURTHER, that the performance and consummation of the transactions contemplated by the Financing Documents, by the Corporation, be and hereby are, in all respects approved; and it is

RESOLVED FURTHER, that, in connection with the commencement of the chapter 11 case by the Corporation, each of the Authorized Officers be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to negotiate, execute, and deliver: (i) any agreement or agreements (each, an "Alternative Financing Agreement") to obtain debtor-in-possession financing on terms and conditions at least as favorable to the Corporation as those prevailing under the DIP Credit Agreement; and (ii) such agreements or instruments on behalf of the Corporation and any pertinent affiliates (including, in connection therewith, such notes, security agreements, and other agreements or instruments as such officers consider appropriate) in order to consummate the transactions contemplated by each Alternative Financing Agreement; and it is

RESOLVED FURTHER, that any of the Authorized Officers and any employees or agents (including counsel) designated by or directed by such officers, be and each hereby is, authorized and empowered to cause the Corporation and such of its affiliates as management deems appropriate to enter into, execute, deliver, certify, file, record, and perform such Financing Documents, and to take such other actions, as in the judgment of such officer shall be or become necessary, proper, and desirable to prosecute to a successful completion the Corporation's chapter 11 case, to effectuate the restructuring of the Corporation's debt, other obligations, organizational form and structure, and ownership of the Corporation and its subsidiaries consistent with the foregoing resolutions, and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is

RESOLVED FURTHER, that, to the extent the Corporation is a general partner or a limited partner of any general partnership or limited partnership listed in Exhibit B to these Resolutions, the Corporation and the Authorized Officers acting on behalf of the Corporation are authorized to take such action as general partner and/or limited partner so that such general partnership or limited partnership is authorized to take any and all of the foregoing actions; and it is

RESOLVED FURTHER, that, to the extent the Corporation is a manager or member of any limited liability company listed in Exhibit C to these Resolutions, the Corporation and the Authorized Officers acting on behalf of the Corporation are authorized to take such action as manager and/or member so that such limited liability company is authorized to take any and all of the foregoing actions; and it is

RESOLVED FURTHER, that any and all past actions heretofore taken by officers or directors of the Corporation in the name of and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby are ratified, approved, and adopted.

Dated: June 25, 2002

/s/ Randall D. Fisher

Name: Randall D. Fisher

Title: Vice-President and Secretary

**EXHIBIT A**  
**Corporations**

- ACC Cable Holdings VA, Inc.
- ACC Investment Holdings, Inc.
- ACC Operations, Inc.
- Adelphia Acquisition Subsidiary, Inc.
- Adelphia Arizona, Inc.
- Adelphia Cablevision Corp.
- Adelphia Cablevision of New York, Inc.
- Adelphia Communications International, Inc.
- Adelphia General Holdings III, Inc.
- Adelphia Mobile Phones, Inc.
- Adelphia of the Midwest, Inc.
- Adelphia Telecommunications of Florida, Inc.
- Adelphia Telecommunications, Inc.
- Arahova Communications, Inc.
- Badger Holding Corporation
- Better TV, Inc. of Bennington
- Blacksburg/Salem Cablevision, Inc.
- Brazas Communications, Inc.
- Buenavision Telecommunications, Inc.
- Cable Sentry Corporation
- CCC-III, Inc.
- CCC-Indiana, Inc.
- CDA Cable, Inc.
- Century Alabama Corp.
- Century Alabama Holdings Corp.
- Century Berkshire Cable Corp.
- Century Cable Holding Corp.
- Century Cable Management Corporation
- Century Cable of Southern California
- Century Carolina Corp.
- Century Cullman Corp.
- Century Enterprise Cable Corp.
- Century Federal, Inc.
- Century Granite Cable Television, Inc.
- Century Huntington Company
- Century Indiana Corp.
- Century Island Associates, Inc.
- Century Island Cable Television Corp.
- Century Kansas Cable Television Corp.
- Century Lykens Cable Corp.

- Century Mendocino Cable Television, Inc.
- Century Mississippi Corp.
- Century Mountain Corp.
- Century New Mexico Cable Television Corp.
- Century Norwich Corp.
- Century Ohio Cable Television Corp.
- Century Pacific Cable TV, Inc.
- Century Realty Corp.
- Century Shasta Cable Television, Inc.
- Century Southwest Colorado Cable Television Corp.
- Century Trinidad Cable Television Corp.
- Century Virginia Corp.
- Century Warrick Cable Corp.
- Century Washington Cable Television, Inc.
- Century Wyoming Cable Television Corp.
- Chelsea Communications, Inc.
- Clear Cablevision, Inc.
- Coral Security, Inc.
- Cowlitz Cablevision, Inc.
- E. & E. Cable Service, Inc.
- FrontierVision Cable New England, Inc.
- FrontierVision Capital Corporation
- FrontierVision Holdings Capital Corporation
- FrontierVision Holdings Capital II Corporation
- Grafton Cable Company
- Harron Cablevision of New Hampshire, Inc.
- Huntington CATV, Inc.
- Imperial Valley Cable Vision, Inc.
- Kalamazoo County Cablevision, Inc.
- Kootenai Cable, Inc.
- Lake Champlain Cable Television Corporation
- Louisa Cablevision, Inc.
- Manchester Cablevision, Inc.
- Mercury Communications, Inc.
- Mickelson Media of Florida, Inc.
- Mickelson Media, Inc.
- Monument Colorado Cablevision, Inc.
- Mountain Cable Communications Corporation
- Mt. Lebanon Cablevision, Inc.
- Multi-Channel TV Cable Company
- Olympus Capital Corporation
- Owensboro on the Air, Inc.
- Page Time, Inc.
- Paragon Cable Television, Inc.

- Paragon Cablevision Construction Corporation
- Paragon Cablevision Management Corporation
- Pericles Communications Corporation
- Pullman TV Cable Co., Inc.
- Rentavision of Brunswick, Inc.
- Richmond Cable Television Corporation
- Rigpal Communications, Inc.
- S/T Cable Corporation
- Sabres, Inc.
- Scranton Cablevision, Inc.
- Sentinel Communications of Muncie, Indiana, Inc.
- Southeast Florida Cable, Inc.
- Southwest Colorado Cable, Inc.
- Southwest Virginia Cable, Inc.
- Star Cable, Inc.
- The Main InternetWorks, Inc.
- The Westover TV Cable Co., Incorporated
- Upper St. Clair Cablevision, Inc.
- Valley Video, Inc.
- Van Buren County Cablevision, Inc.
- Warrick Cablevision, Inc.
- West View Security, Inc.
- Wilderness Cable Company
- Young's Cable TV Corp.
- Yuma Cablevision, Inc.

**EXHIBIT B**  
**General Partnerships and Limited Partnerships**

- None

**EXHIBIT C**  
**Limited Liability Companies**

- ACC Telecommunications Holdings L.L.C. (owned by ACC Operations, Inc.)
- ACC-AMN Holdings, L.L.C. (owned by ACC Operations, Inc.)
- ACC Holdings II, LLC (owned by ACC Operations, Inc.)
- ACC Cable Communications FL-VA L.L.C. (owned by ACC Cable Holdings VA, Inc.)
- Adelphia Cablevision, L.L.C. (owned by ACC Operations, Inc.)
- Adelphia Cablevision of Boca Raton, L.L.C. (owned by Adelphia Cablevision Corp.)
- Adelphia Cablevision of Orange County II, L.L.C. (owned by Mickelson Media, Inc.)
- Adelphia Cablevision of Fontana, L.L.C. (owned by Clear Cablevision, Inc.)
- Adelphia Cablevision of Inland Empire, L.L.C. (owned by Clear Cablevision, Inc.)
- Adelphia Cablevision of San Bernadino, L.L.C. (owned by Clear Cablevision, Inc.)
- Adelphia Cablevision of Seal Beach, L.L.C. (owned by Manchester Cablevision, Inc.)
- Adelphia Cablevision of West Palm Beach IV, L.L.C. (owned by Sentinel Communications of Muncie, Indiana, Inc.)
- Adelphia Cablevision of West Palm Beach V, L.L.C. (owned by Huntington CATV, Inc.)
- Adelphia Cablevision of West Palm Beach III, L.L.C. (owned by Century New Mexico Cable Television Corp.)
- Adelphia Cleveland, L.L.C. (owned by Adelphia of the Midwest, Inc.)
- Adelphia GP Holdings, L.L.C. (owned by ACC Operations, Inc.)
- Adelphia Harbor Center Holdings, L.L.C. (owned by ACC Operations, Inc.)
- Adelphia International II, L.L.C. (owned by ACC Operations, Inc. (99%) and Adelphia Communications International, Inc. (1%))
- Adelphia International III, L.L.C. (owned by ACC Operations, Inc. (99%) and Adelphia Communications International, Inc. (1%))
- Adelphia Wellsville, L.L.C. (owned by ACC Operations, Inc.)
- Adelphia Communications of California, L.L.C. (owned by Adelphia Cablevision Corp.)
- Adelphia Communications of California II, L.L.C. (owned by Adelphia Cablevision Corp.)
- Chestnut Street Services, L.L.C. (owned by ACC Operations, Inc.)
- Century Cable Holdings, L.L.C. (owned by Century Cable Holding Corp.)
- The Golf Club at Wending Creek Farms, L.L.C. (owned by ACC Operations, Inc.)
- SVHH Holdings, L.L.C. (owned by ACC Operations, Inc.)
- UCA L.L.C. (owned by ACC Operations, Inc.)

**50 Largest Unsecured Claims  
(on a consolidated basis)**

Holder of Claim	Nature of Claim	Amount of Claim <sup>1</sup>	Contingent, Unliquidated, Disputed, or Partially Secured
<p>Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 7.875% Senior Notes due 2009 9.375% Senior Notes due 2009 10.875% Senior Notes due 2010 10.25% Senior Notes due 2011 10.25% Senior Notes due 2006</p> <p>5 Penn Plaza 13<sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224</p>	Noteholder	\$3,079,427,771	Unknown
<p>Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 6% Convertible Subordinated Notes due 2006 3.25% Convertible Subordinated Notes due 2021</p> <p>5 Penn Plaza 13<sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224</p>	Noteholder	\$2,002,986,641	Unknown
<p>U.S. Bank, as Indenture Trustee under Arahova Communications Incorporated Notes: Zero Coupon Senior Discount Notes due 2003 9.5% Senior Notes due 2005 8.875% Senior Notes due 2007 8.75% Senior Notes due 2007 8.375 % Senior Notes due 2017 8.375 % Senior Notes due 2007</p> <p>1420 Fifth Avenue 7th Floor Seattle, WA 98101 Attn: Diana Jacobs (206) 344-4680</p>	Noteholder	\$1,353,671,000	Unknown

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<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding upon, the Debtors.

<p>Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 7.5% Senior Notes due 2004 7.75% Senior Notes due 2009 5 Penn Plaza 13th Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224</p>	Noteholder	\$400,000,000	Unknown
<p>U.S. Bank, as Indenture Trustee under Arahova Communications Incorporated Notes: Zero Coupon Senior Discount Notes due 2008 1420 Fifth Avenue 7th Floor Seattle, WA 98101 Attn: Diana Jacobs (206) 344-4680</p>	Noteholder	\$365,000,000	Unknown
<p>Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 9.875% Convertible Subordinated Notes due 2007 5 Penn Plaza 13<sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola</p>	Noteholder	\$348,371,264	Unknown
<p>Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 9.25% Senior Notes due 2002 5 Penn Plaza 13th Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224</p>	Noteholder	\$325,000,000	Unknown
<p>Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 8.375% Senior Notes due 2008 5 Penn Plaza 13<sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224</p>	Noteholder	\$299,424,717	Unknown

<p>U.S. Bank, as Indenture Trustee under FrontierVision Holdings, L.P. Notes: 11.875% Senior Notes Series A due 2007</p> <p>1420 Fifth Avenue 7th Floor Seattle, WA 98101 Attn: Diana Jacobs (206) 344-4680</p>	Noteholder	\$244,867,448	Unknown
<p>Bank of New York, as Indenture Trustee under Olympus Communications, L.P. Notes: 10.625% Senior Notes due 2006</p> <p>5 Penn Plaza 13<sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224</p>	Noteholder	\$202,372,549	Unknown
<p>U.S. Bank, as Indenture Trustee under FrontierVision Operating Partners, L.P. Notes: 11% Senior Subordinated Notes due 2006</p> <p>1420 Fifth Avenue 7th Floor Seattle, WA 98101 Attn: Diana Jacobs (206) 344-4680</p>	Noteholder	\$200,000,000	Unknown
<p>Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 10.5% Senior Notes due 2004</p> <p>5 Penn Plaza 13<sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224</p>	Noteholder	\$150,000,000	Unknown
<p>Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 8.125% Senior Notes due 2003</p> <p>5 Penn Plaza 13<sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224</p>	Noteholder	\$149,788,287	Unknown

Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 9.875% Senior Debentures due 2005  5 Penn Plaza 13 <sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224	Noteholder	\$129,245,737	Unknown
U.S. Bank, as Indenture Trustee under FrontierVision Holdings, L.P. Notes: 11.875% Senior Notes Series B due 2007  1420 Fifth Avenue 7th Floor Seattle, WA 98101 Attn: Diana Jacobs (206) 344-4680	Noteholder	\$89,912,739	Unknown
Scientific Atlanta Inc. P.O. Box 100271 Atlanta, GA 30384 Attn: Charlie Kinamon 1-800-722-2009	Trade Debt	\$83,347,549.27	Unknown
Motorola Corporation P.O. Box 91640 Chicago, IL 60693	Trade Debt	\$49,000,227.58	Unknown
C-Cor.Net Corp. P.O. Box 7777-W6485 Philadelphia, PA 19175 Attn: Nancy Watson (814) 238-2461	Trade Debt	\$35,415,747.50	Unknown
Home Box Office Inc. Attn: Joe Byrne 1100 Avenue Of The Americas Rm G784 New York, NY 10036 (212) 512-5764	Trade Debt	\$34,429,912.49	Unknown
Bank of New York, as Indenture Trustee under Adelphia Communications Corporation Notes: 9.5% Senior Payment-In-Kind Notes due 2004 (Series A & B)  5 Penn Plaza 13 <sup>th</sup> Floor New York, NY 10001 Attn: Gerard F. Facendola (212) 896-7224	Noteholder	\$31,847,118	Unknown
Commscope Inc. P.O. Box 60600 Charlotte, NC 28260-0600 1-800-982-1708	Trade Debt	\$22,351,532.07	Unknown

Arris P.O. Box 93576 Chicago, IL 60673 1-800-232-9378	Trade Debt	\$16,675,822.17	Unknown
Turner Network Television 1 CNN Center 14 South Atlanta, GA 30303 Attn: Harry Lowe (404) 827-2014	Trade Debt	\$13,875,923.58	Unknown
Westcoast Communications P.O. Box 846375 Dallas, TX 752846375 (909) 949-1350	Trade Debt	\$11,985,995.40	Unknown
Showtime Networks 401 N. Michigan Ave. Suite 1600 Chicago, IL 60611 Attn: Joshua Sherwood (212) 708-1306	Trade Debt	\$11,876,760.90	Unknown
MTV Networks Affiliate Sales P.O. Box 70619 Chicago, IL 60673 Attn: Jeff Spalola (212) 258-8027	Trade Debt	\$11,593,498.03	Unknown
Satellite Service Inc. 5619 DTC Pkwy Englewood, CO 80111 Attn: Joan Kraff (303) 267-5500	Trade Debt	\$11,146,434.38	Unknown
WTBS 1 CNN Center 14 South Atlanta GA 30303 Attn: Edie Lattan (404) 827-2014	Trade Debt	\$7,826,395.45	Unknown

Cable News Network 1 CNN Center 14 South Atlanta, GA 30303 Attn: Harry Lowe (404) 827-2014	Trade Debt	\$7,469,613.18	Unknown
The Disney Channel 3800 W Alameda Ave 4th Floor-403h Burbank, CA 91505 Attn: Sergio Salcido (818) 553-7700	Trade Debt	\$7,331,533.11	Unknown
Fujitsu P.O. Box 13730 Newark, NJ 07188-0730 (214) 690-6000	Trade Debt	\$7,109,289.33	Unknown
CNBC/NBC P.O. Box 402315 Atlanta, GA 30384 Attn: Debbie Hall (201) 585-6421	Trade Debt	\$7,104,458.73	Unknown
Cablecom Inc. P.O. Box 861993 Orlando, FL 32886-1993 (770) 482-7612	Trade Debt	\$7,065,815.45	Unknown
Pirelli Cable Corp P.O. Box 360869 Pittsburgh, PA 152516869 (803) 951-4800	Trade Debt	\$6,939,678.40	Unknown
ESPN P.O. Box 911366 Dallas, TX 75391 Attn: Randy Gudauskas (860) 585-4317	Trade Debt	\$6,903,526.56	Unknown

American Movie Classics 1111 Stewart Avenue Bethpage, NY 11714 Attn: Kim Foster (516) 393-1137	Trade Debt	\$6,879,770.96	Unknown
PPC-Production Products Corp P.O. Box 2669 Buffalo, NY 14240-2669 Attn: Mike Lawler (315) 431-7224	Trade Debt	\$6,326,990.78	Unknown
Encore 5445 DTC Parkway Suite 600 Englewood, CO 80111 (303) 771-7700	Trade Debt	\$5,877,177.76	Unknown
ADC Telecommunications Inc. P.O. Box 93283 Chicago, IL 60673-3283 Attn: Kris Moyer 1-800-366-3891	Trade Debt	\$5,841,327.60	Unknown
CSG Systems Inc P.O. Box 3366 Omaha, NE 68176-0720 (402) 963-8303	Trade Debt	\$5,823,034.80	Unknown
Encore Media Suite 600 Englewood, CO 80111	Trade Debt	\$5,303,199.11	Unknown
Spanpro Fiber Optics P.O. Box 701089 Cincinnati, OH 45270-1089 (859) 647-2736	Trade Debt	\$5,141,481.03	Unknown
MSNBC P.O. Box 402222 Atlanta, GA 30384 Attn: Deborah Hall (201) 585-6421	Trade Debt	\$5,108,925.26	Unknown
USA Network 1230 Avenue Of The America's New York NY 10020 Attn: Jack Sullivan (212) 413-5707	Trade Debt	\$4,990,562.21	Unknown

Sports Channel Ohio Associates d/b/a Fox Sports Net Ohio 1111 Stewart Avenue Bethpage, NY 11714 Attn: Myra London	Trade Debt	\$4,867,930.21	Unknown
General Instrument Programming Only Authorizations Services, Inc. 7603 Collections Ctr Drive Chicago, IL 60693-0000	Trade Debt	\$4,821,072.06	Unknown
In Demand 345 Hudson Street 17th Floor New York, NY 10014 Attn: Jon Auerbach (646) 486-8200	Trade Debt	\$4,235,159.62	Unknown
Lifetime Lifetime Television 309 West 49th Street 16th Floor New York, NY 10019 Attn: Marvin James (212) 424-7287	Trade Debt	\$4,123,476.03	Unknown
White Mountain Construction Corp. Nations Bank 225 N Calvert Street Lock-Box 631420 Baltimore, MD 21202 (603) 736-4766	Trade Debt	\$4,108,408.64	Unknown
Black Entertainment TV P.O. Box 79440 Baltimore, MD 21279	Trade Debt	\$4,076,778.99	Unknown

**Declaration Under Penalty of Perjury On**  
**Behalf of Sabres, Inc.**

I, Randall D. Fisher, an authorized signatory of Sabres, Inc., named as the debtor in this case, declare under penalty of perjury that I have read the foregoing petition and attachments and they are true and correct to the best of my information and belief.

Date: June 25, 2002

Signature: /s/ Randall D. Fisher

Authorized Signatory